

# EXHIBIT 32

**STRICTLY CONFIDENTIAL**

April 6<sup>th</sup>, 2016

**Enrique Pani**  
Managing Director  
Advent International PE Advisors, S.C.  
Campos Eliseos 345-14 ° piso Col. Polanco  
11560 Ciudad de México, México

Dear Enrique,

On behalf of a group of private investors led by the Elmann Family, (“the Investors”), Consultoría XFN, S.C. (“the Adviser”) is pleased to submit this Non-binding Offer (the “*Proposal*”) in connection with the acquisition of 100% of the equity shares of Grupo Gayosso, S.A. de C.V (“Gayosso” or the “Company”) property of Advent International PE Advisors, S.C. (“Advent”).

1. **Valuation.** In order to derive our valuation of Gayosso, we have used common valuation methodologies including discounted cash flows, comparable companies’ analysis, and comparable acquisitions analysis.

The purchase price we are willing to offer to Advent to acquire 100% of the Company’s shares and ownership rights (“Enterprise Value”) is Ps\$ 4,000 million (four thousand million pesos) (the “Purchase Price”), on a cash-free and debt-free basis, assuming a minimum working capital position of Ps\$100 million (one hundred million pesos), however we would like to confirm this minimum required amount during the confirmatory due diligence, for the indicative Purchase Price. This Enterprise Value will not be suffering any adjustment (up or down) considering the audited financial information or any recent financial information that will be delivered at closing and it will be confirmed after due diligence process.

2. **Assumptions.** This indicative offer for the 100% shares and ownership rights of the Company is based on the historical and projected financial information included in the financial cash flow model prepared by the Company (Gayosso-ExeFin Model v0 (Actual Debt).xls dated 03-15-18) and the Confidential Information Memorandum “Project Revenant” dated October, 2016, provided by Advent, and assumes among others that:

- a. The Company owns 100% of all of its subsidiaries;
- b. The historical and projected financial and operating information provided in the financial cash flow model is accurate and complete, and fully reflects the Company’s sales, level of operating and sales costs and expenditures, profitability, cash flows and, generally, its financial condition;
- c. The Company will not have a negative shareholders equity as the result of this transaction;
- d. The Company is the owner of all the registered brands related to its current product and services portfolio;
- e. Evidence of the actual required working capital to undertake the day to day operations of the Company;



- f. Executed and planned capital expenditure required to maintain and renovate existing facilities and new facilities;
  - g. All material contracts and leases of the Company will remain in force after the transaction;
  - h. Adequate managerial controls on all operational and financial aspects of the Company;
  - i. Acceptable human resources and managerial expertise;
  - j. Robust information technology platforms to support existing operations and future growth initiatives;
  - k. The Company has all the required authorizations and permits in place (Official Mexican Standard);
  - l. The Company has no contingencies or undisclosed liabilities (including but not limited to tax and environmental and health);
  - m. The amount owed to the previous owner of Lomas Memorial under the current agreement will be paid before or at the closing of the transaction;
  - n. The Company has no special contractual retirement, severance, compensation or bonus program for its employees (other than the golden parachute of the CEO). The severance payments practice for all employees is consistent with the Mexican labor law;
  - o. Any compensation or benefit to the current CEO (a golden parachute compensation) triggered by the closing of the transaction will be made by Advent;
  - p. Absence of any material legal, labor, pension, tax, environment or other contingent liabilities.
3. **Financing.** The Investors have longstanding banking relationships with leading Mexican and International banks. The Investors are confident that their track record, reputation, and historical business performance will entice financial institutions to support them. Therefore, they are optimistic in our possibilities of securing the required financing in order to close the transaction within the specific timeframe.
4. **Due Diligence Requirements.** Prior to submitting a binding proposal we would expect to perform a thorough review of the data room provided by the Company. Please find as Annex A to this letter the information request list that we expect to review during the due diligence phase. We will have specific requests as we move forward in our conversations related to the transaction.
5. **Authorizations / Approvals.** This Proposal has been reviewed and approved by the Investor. Given the nature of the transaction, we do not anticipate any issue with the approval of the Comisión Federal de Competencia Económica.
6. **Exclusivity and Timing.** If you accept our Proposal, we would request an exclusivity period of 8 weeks to perform the due diligence and to present a binding offer (the period will start once all required information has been made available to us and our advisors, and assuming that Gayosso's management team is available to clarify any potential questions). During the due

diligence process, we would be prepared to review a first draft of the final documentation in order for us to provide comments on such documents. We would expect that if legal teams and financial advisors are available when required, it could take us 2 to 3 weeks (once due diligence has finalized) to negotiate final documentation. Therefore, we consider that we could be in a position to sign final documentation from 10 to 11 weeks after the data room is open.

7. **Indemnities and warranties.** The Enterprise Value will be confirmed after the due diligence process. We intend to include only indemnification clauses for potential contingencies arising share certificate ownership and material damages caused in connection with fiscal matters or any fundamental representations. We do intend to pay the Purchase Price without any reduction for any escrow accounts.
8. **Advisors.** We are taking this opportunity very seriously and have assembled a very strong team of advisors. We have retained Mijares, Angoitia, Cortés y Fuentes, S.C. as our external legal counsel, Chevez Ruiz Zamarripa y Cía., S.C. as our tax advisor, Galaz, Yamazaki, Ruiz Urquiza, S.C. or Deloitte as our accounting advisor, and Consultoría XFN, S.C. (Execution Finance) as our financial advisor.
9. **Key Contacts.** In case you need to clarify any term or condition of our Proposal, please feel free to reach out to the following individuals:

Pablo Peña Vázquez Managing Partner <a href="mailto:ppena@exefin.mx">ppena@exefin.mx</a> Tel: +52 55 4162-2403 Cel: +521 55 3993-4154	Mariana González Córdova Executive Director <a href="mailto:mgonzalez@exefin.mx">mgonzalez@exefin.mx</a> Tel: +52 55 4162-2404 Cel: +521 55 1384-3052
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We look forward to hearing from you with respect to this Proposal.

Sincerely,

Consultoría XFN, S.C.

By:

Pablo Peña Vázquez

### Annex A. Due Diligence Requirements

The following is a preliminary list of the documents and information that we would like to review in connection with the due diligence related to the apparel retailing stores operations performed by the Company and subsidiaries (hereinafter, the "Companies"). This list includes legal, tax, accounting, and business matters. It has been prepared by our external advisors. Please note that this list may be amended pursuant to the results derived from the review of the documents and information requested herein or from the meeting or calls we will hold during the due diligence process. We understand the list is extensive and, although we have tried to only focus on those matters which we understand would be applicable to transaction, if any of the requested documentation or information is not applicable to the Companies, please deliver written confirmation and a brief explanation of reasons of such situation.

#### **A. Legal Due Diligence Requirements**

DOCUMENTS	STATUS	COMMENTS
<b>I. Corporate Documents</b>		
1. Copy of the first notarial instrument evidencing the Articles of Incorporation and current By-laws of the Companies, as well as the first notarial instruments evidencing amendments to the By-laws.		
2. Companies' Corporate Books: (i) Shareholders' Meetings Minutes Book; (ii) Board of Directors' Meetings Minutes Book; (iii) Stock Registry Book; and (iv) Capital Variations Registry Book.		
3. Copies of the stock certificates or provisional certificates of the Companies.		
4. Deeds evidencing the Minutes of the Companies' Shareholders' Meetings and the Board of Directors' Meetings, if the formalization is required or if minutes were not transcribed to the Corporate Books.		
5. Shareholders' agreements, joint venture agreements, stock option plans, any agreement governing, controlling or limiting the sale, subscription or transfer of shares, voting rights or payment of dividends and any option agreement related to the Companies' shares or its assets.		
6. Companies' mercantile folio issued by the Public Registry of Commerce of the Companies' domicile.		
7. Documentation regarding mergers or spin offs in which the Companies have been involved.		
8. Location of the Companies' facilities and branches.		
9. Corporate chart showing the Companies' current shareholders, as well as, any other company in which the Companies own an equity interest.		

DOCUMENTS	STATUS	COMMENTS
10. Description of the corporate governance structure, including a list of the members and standing instructions / rules of procedure for any boards, committees and executives of the Companies.		
<b>II. Contracts</b>		
1. List of all pre-need contracts (Contrato de Adhesión) and main suppliers of the Company.		
2. All of the Companies' contracts (including warranty and service contracts) and/or purchase orders entered into with: <ul style="list-style-type: none"> <li>(a) Clients;</li> <li>(b) Suppliers (including software licensors and licensees);</li> <li>(c) Subcontractors;</li> <li>(d) Distributors;</li> <li>(e) Agents and Sales Force (including fee agreements);</li> <li>(f) Partnerships (Red Gayosso) and ;</li> <li>(g) Leasing/Financing companies,</li> <li>(h) Trust agreements; and</li> <li>(i) Any other agreement related with any of the Companies' products, services business.</li> </ul>		
3. Intercompany agreements or description of business relationships between the Companies and any affiliate, subsidiary, stockholder, director, officer or employee or any other related party.		
4. Agreements requiring any of the Companies to indemnify or hold harmless any other person.		
5. Agreements entered into by any of the Companies in connection with real estate and any other types of assets.		
6. Technical assistance, know-how, transfer of technology or similar agreements entered into by any of the Companies.		
7. Confidentiality and non-disclosure agreements.		
8. Insurance policies obtained by the Companies or by third parties, issued in favor of the Companies or their employees.		
9. Bonds obtained or granted by the Companies, including without limitation those securing payment of import duties and fiscal liabilities.		
10. Any agreement or document evidencing a guaranty granted or received by any of the Companies, including without limitation, mortgage and pledge agreements, bonds, letters of credit, guaranty " <i>por aval</i> " in negotiable instruments or any document executed by any of the Companies as joint		

DOCUMENTS	STATUS	COMMENTS
obligor ( <i>obligado solidario</i> ) or subsidiary obligor ( <i>obligado subsidiario</i> ). In case of mortgage and/or pledge without transfer of possession agreements, please provide evidence of their registration before the Public Registry of Property.		
11. Letters of intent, memorandums of understanding, joint-venture agreements or other partnership agreements executed by any of the Companies, its shareholders or any of their affiliates.		
12. Agreements executed between any of the Companies and governmental agencies or institutions.		
13. Warranties for the services provided by the Companies.		
14. Agreements that limit or restrict in any way the operations, activities, organization, administration or function of the Companies.		
<b>III. Debts, Financing and Banks</b>		
1. List and brief description of the Companies' accounts receivables (providing borrower's name, amounts and age of each account receivable).		
2. Contracts, agreements and other documents relating to loans or financing obtained or granted by any of the Companies (including lease, sale-leaseback and factoring agreements, convertible securities, debentures, obligations, promissory notes or negotiable instruments issued by the Companies), as well as guarantees (contingent or otherwise) and security interests granted to secure such loans (including, without limitation, any mortgage or guaranty trust agreements on real properties and buildings in general and pledge agreements on personal property).		
3. Documentation evidencing the fulfillment of the Companies' obligations under the agreements listed in item 2 above.		
4. List of bank and investment accounts and authorized signatories.		
<b>IV. Taxes</b>		
1. Certificate of registration with the Federal Taxpayers' Registry ( <i>Registro Federal de Contribuyentes</i> ) and any other evidence of the registration of the Companies for purposes of federal, state or municipal taxes, as well as notices given to such tax authorities.		
2. Copies of ordinary and complementary annual returns relating to income tax, asset tax and value added tax corresponding to the last 5 (five) years of the Companies, including those related to state taxes.		

DOCUMENTS	STATUS	COMMENTS
3. Reports of provisional payments relating to withholdings and delivery of income tax, value added tax and asset tax corresponding to the last 5 (five) years.		
4. List of guaranties created to secure fiscal credits (bonds mortgages, pledges, etc.).		
5. Certificate from an external auditor regarding the Companies' compliance with federal and local tax and customs laws, during the last 5 (five) years.		
6. Audited financial statements for the Companies for the last 5 (five) years and non audited financial statements as at the date hereof.		
7. Management Representation Letters to the Companies' external auditors for the last 5 (five) years.		
8. Letters to the Companies' external auditors addressed by the Companies' external legal counsel, for the last 5 (five) years.		
9. Management recommendation letters addressed to the Companies' management by the external auditors, for the last 5 (five) years.		
<b>V. Real Estate</b>		
1. List describing the real estate properties, improvements, facilities and amenities constructed thereon that are owned, leased or otherwise used by any of the Companies (hereinafter, the "Properties").		
2. Title deeds of the Properties, evidencing their registration before the corresponding Public Registry of Property.		
3. Lease agreements entered into by any of the Companies as lessor and/or lessee, if applicable, evidence of their registration before the corresponding Public Registry of Property and list of improvements made to the real estate properties leased by the Companies.		
4. Gratuitous bailment ( <i>comodato</i> ) agreements entered into by any of the Companies as bailor and/or bailee.		
5. Title insurance policies with respect to the Properties.		
6. Recently issued certificates of no liens and encumbrances by the corresponding Public Registry of Property in connection with the Properties.		
7. In case that there are liens or encumbrances imposed on the Properties, copy of the first notarial instrument of the public deed containing		

DOCUMENTS	STATUS	COMMENTS
the formalization of the relevant lien and/or encumbrance (e.g., mortgages, easements, usufructs, rights of way, or any other cause of limitation of ownership), with public registry annotations.		
8. Documents related to the incorporation of any condominium regime to which the Properties are subject to, as well as, a copy of all required authorizations for the incorporation of such condominium and the current rules ( <i>reglamento</i> ) to which the Condominium Regime is subject to.		
9. Copy of the public deeds containing the formalization of the incorporation of any co-ownership rights on the Properties.		
10. Information and documents related to subdivisions and/or mergers of the Properties, including deeds, permits and authorizations.		
11. Agreements entered into by any of the Companies with any governmental or regulatory agency, as well as with any condominium associations in connection with the Properties.		
12. Receipts of payment of the property taxes ( <i>impuesto predial</i> ) of the Properties for the last 5 (five) years, as well as receipts of payment of other kind of contributions whether federal or local, including payment of governmental fees related to federal concessions.		
13. Land use certificate ( <i>licencia de uso de suelo</i> ) of the Properties and copies of any other state or municipal licenses or permits related to the use given to the Properties.		
14. Construction licenses and notice of termination of construction works in the Properties, if applicable.		
15. Receipts of payment related to services provided to the Properties for the last 5 (five) years, including water and public energy services.		
<b>VI. Equipment and Inventory</b>		
1. List of inventory of all the equipment and fixed assets of the Companies, including description, age and relevant accounting information such as cost, depreciation and present book value, as well as the method used for said depreciation.		
2. Invoices and title deeds of the equipment and list of liens that affect the equipment or assets of the Companies.		
3. Documents evidencing payment of the equipment bought on credit regardless of installments still owed, including a report stating the amounts owed, name of the creditors, form of payment, maturity dates and documents		

DOCUMENTS	STATUS	COMMENTS
evidencing any financing by the Companies for this purpose.		
4. List of all transportation vehicles owned or leased by the Companies (identifying the age of each vehicle) and evidence of tax payments on automobile ownership ( <i>impuesto de tenencia de vehículo</i> ), corresponding to the last 5 (five) years.		
5. Any lease or gratuitous bailment agreements ( <i>comodato</i> ) entered into by any of the Companies in connection with equipment and/or machinery.		
6. List of liens granted affecting the equipment property of the Companies.		
7. Description of the software and computer equipment of the Companies.		
8. Insurance policies with respect to the inventory and equipment of the Companies.		
<b>VII. Notices of Operation and Permits</b>		
1. Authorizations, operating licenses and permits granted to any of the Companies by federal, local or municipal authorities.		
2. Penalties imposed by any authority to any of the Companies, during the last 5 (five) years, that may affect its assets.		
3. Registration with any chamber of industry and commerce and/or other chambers, and renewal of any such registrations.		
4. Evidence of compliance with applicable Official Mexican Standard (NOM-036-SCFI-2007) and SIEM Record.		
<b>VIII. Legal Proceedings.</b>		
1. Brief description of pending or threatened legal claims and proceedings of any nature to which any of the Companies is a party, including but not limited to those which may affect the assets of the Companies.		
2. Any prior litigation, judgments, investigations or settlements affecting the operations or assets of any of the Companies.		
3. Court or arbitral resolutions that may impose any rights or obligations to the Companies and that have an impact over its assets.		
4. Details of whether any of the Companies has ever been fined by a court of a competent jurisdiction or been investigated by the authorities in any		

DOCUMENTS	STATUS	COMMENTS
jurisdiction in relation to breach of any applicable anti bribery or money laundering laws of any jurisdiction, or been questioned in relation to any suspected such breach.		
<b>IX. Foreign Investment</b>		
1. In the event of foreign investment in the Companies' capital structure, certificate of registration of the Companies before the National Registry of Foreign Investment ( <i>Registro Nacional de Inversiones Extranjeras</i> ) and evidence of annual renewals ( <i>informes económicos anuales</i> ).		
2. If applicable, notices filed before the aforementioned Registry regarding any transfer of shares, capital increases and corporate information, for the past 5 (five) years.		
3. If applicable, Income and Disbursements Quarterly Reports filed by the Companies before the Mexican Registry of Foreign Investment, for the past 5 (five) years.		
<b>X. Patents, Trademarks and Intellectual Property Rights</b>		
<i>a. Patents and Trademarks</i>		
1. List all registrations of trademarks, tradenames, service marks, slogans, registered designs and patents (collectively, hereinafter " <u>Industrial Property Rights</u> ") owned or used by the Companies including the current status of all pending applications and specifying that all of those rights are free and clear of any lien; otherwise, please provide copies of the applicable documents.		
2. Documents showing the use of Industrial Property Rights for the last three years, as well as documents evidencing the first use date (if applicable).		
3. Documents showing the development of any useful article, product, method or process invented by the Companies or its employees and/or any improvements to a third party's invention.		
4. Any agreements entered into by any of the Companies with respect to the Industrial Property Rights, including but not limited to: licenses, franchises, cross-licensing agreements, technology sharing agreements and descriptions of comparable agreements, as well as evidence of their registration before the Mexican Industrial Property Institute ( <i>Instituto Mexicano de la Propiedad Industrial</i> ) (hereinafter, the " <u>MIPI</u> ").		
5. All assignment, purchase and royalty agreements executed by the Companies in connection with Industrial Property Rights, as well as evidence of their registration before the MIPI.		

DOCUMENTS	STATUS	COMMENTS
6. Summary of all lawsuits, arbitrations, administrative or governmental actions, disputes or claims related to the Companies' rights to, or interests in, any Industrial Property Right, including those brought by and brought against any of the Companies.		
7. List annual royalties, agreements related to such royalties, evidence of the payment of royalties and any other payments in connection with any Industrial Property Right (including government fees for prosecution and/or maintenance fees, annuities, etc.).		
<i>b. Copyrights and Software</i>		
1. List all copyrights, software and similar rights (collectively, the "Intellectual Property Rights") owned or used by the Companies and current status of all pending applications.		
2. Any agreements entered into by the Companies with respect to Intellectual Property Rights, including but not limited to: licenses, edition agreements, joint works agreements, derivative or collective works agreements, works made for hire agreements, and descriptions of comparable oral agreements.		
3. All assignment, purchase and royalty agreements relating to Intellectual Property Rights; as well as evidence of their registration before the Mexican Copyrights Office ( <i>Instituto Nacional del Derecho de Autor</i> ) (hereinafter, the "MCO").		
4. Summary of all lawsuits, arbitrations, administrative or governmental actions, disputes or claims related to the Companies' right to, or interest in, Intellectual Property Right, including those brought by and brought against the Companies.		
<i>c. Trade Secrets</i>		
1. Confidentiality and non-disclosure agreements and descriptions of comparable agreements entered by the Companies.		
2. Documents showing the measures to protect confidential and proprietary information of the Companies, including those intended to protect electronic communications.		
3. Copies of any legal notices or disclaimers provided when the Companies' employees access the Companies' server or network.		
<b>XI. Labor and Social Security</b>		
1. Companies' organization chart with key personnel and reporting lines.		

DOCUMENTS	STATUS	COMMENTS
2. List of the current Companies' employees indicating full name, age, seniority, position, salary and benefits, including agreements relating to compensation of top executive employees.		
3. Labor agreements entered into by and between any of the Companies and the Companies' top executive employees, any agreement related to the compensation of the Companies' top executive employees and list of the benefits granted to such employees but not provided in the aforementioned agreements.		
4. Form of the labor agreements executed with Companies' non-union employees.		
5. List of the benefits granted to the Companies' non-union employees (including benefits not provided in the labor agreements).		
6. Collective bargaining agreements and any other agreements entered into by the Companies and the corresponding unions.		
7. List of the benefits granted to the Companies' union employees but not provided in the bargaining labor agreements.		
8. Retirement plans, stock option plans, employees' saving and loan programs and, in general, any employees' benefits plans (including, life or medical expenses insurances, cars or bonus).		
9. Brief description of the dismissals carried out by the Companies during the last year (including brief description of dismissals' causes) and copies of the corresponding termination agreements.		
10. List and description of any pending or threatened labor inspections.		
11. Copy of salary payroll receipts for the last 3 (three) months.		
12. Evidence of payment of the participation of employees in the profits of the last fiscal year, if applicable.		
13. Copy of Christmas bonus ( <i>aguinaldo</i> ) and vacation premium pay receipts for the last year.		
14. List and description of pending or threatened lawsuits or claims related to labor matters, providing the file number, the name of the parties, the status of the proceeding and the contingency's estimated amount.		
15. Registration of the Companies before the Mexican Institute of Social Security (hereinafter, "MISS"; <i>Instituto Mexicano del Seguro Social</i> ),		

DOCUMENTS	STATUS	COMMENTS
classification of the Companies for purposes of social security, receipts of payment of the employer/employee quotas before the MISS, and list of proceedings initiated before the MISS; and registration of the Companies before the Mexican Institute for Workers' Housing (" <u>INFONAVIT</u> "), and receipts of payment of the contributions made to the INFONAVIT and to the Workers' Retirement Fund ( <i>Sistema de Ahorro para el Retiro</i> ).		
16. Evidence of the existence and operation of the Security and Hygiene Commissions.		
17. Copy of the internal labor regulations; evidence of its filing before the Labor Court.		
18. List of outstanding loans granted by any of the Companies to its workers pending of payment.		
<b>XII. Financial Information</b>		
1. Audited annual financial statements of the Companies for the last 5 (five) fiscal years, including all notes to such financial statements.		
2. Monthly financial statements of the Companies since last annual statement, including all notes to such financial statements.		
3. Letters to the Companies' external auditors addressed by the Companies' external counsel, for the last five fiscal years.		
<b>XIII. Environmental Matters</b>		
1. Description of any recently completed, pending or on-going environmental remedial investigations, corrective action programs or clean-up actions, or any known or anticipated remedial obligations in connection with the Properties. A description of any ongoing investigation or presence of contamination at, remediation of contamination at, or any closure or decontamination of, the Properties, including any related insurance claims, enforcement actions, third-party claims and estimated cleanup costs.		
2. A list of all federal, state and municipal notices of violations, penalties and/or other enforcement actions taken against the Companies with respect to the non-compliance of any environmental law or regulation related to the Properties. This information should include the date of enforcement action, name of the responsible authority, enforcement action taken, and current status of the matter.		
3. Documentation applicable to any type of unsolved or threatened proceedings or litigation for environmental related matters that may in any way affect the Properties or the Companies or operation thereof.		

DOCUMENTS	STATUS	COMMENTS
4. A description of any hazardous materials, substances and wastes stored, generated, handled or disposed, by the Companies (or affiliates) at or from the Properties.		
5. Information on the handling and/or disposal, if any, of solid waste or other contaminating substances, at the Properties.		
6. A list of any authorization, license, concession or permit required under any environmental laws or regulations, including without limitation, those listed below, as and if applicable to the Properties or the Companies (or affiliates), or the possession or current operation of the Properties by affiliates of the Companies and/or by any third parties: <ul style="list-style-type: none"> <li>(a) Environmental impact and risk authorization granted by Mexico's Federal Ministry of the Environment and Natural Resources ("SEMARNAT") and documentation evidencing compliance with the corresponding environmental impact conditions.</li> <li>(b) Wastewater discharge permits, registration and particular discharge conditions.</li> <li>(c) Documentation evidencing the payment of government fees for the use and exploitation of national waters, for wastewater discharges, and for the use of any federal zones under concession (e.g., federal zones adjacent to rivers or other superficial water sources).</li> <li>(d) Environmental Registry Number (<i>Número de Registro Ambiental</i>).</li> </ul>		
7. Identify any citations or enforcement actions related to such authorizations, licenses, concessions or permits and describe the status or final resolution of such actions.		

## B. Tax Due Diligence Requirements

Below you will find the required information and documentation in order to be able to carry out the review of the fiscal situation for the last five years (2013-2017) and for the elapsed months of tax year 2017.

### I. Corporate information and documentation

1. Current Group Structure, whereby the direct shareholders of the Company are shown, detailing the participation of each shareholder and providing their corporate names.
2. Establishment document of the Company with the amount of capital exhibited by the shareholders for its constitution, and the integration of such capital.
3. Shareholders' minutes since the establishment of the Company as of today, as well as the Equity modifications Record.
4. Shareholders' Registry Record of the Company.

### II. Federal Fiscal Code

1. Official Form R-1 "Formulario de Registro", by means of which the Company requested their registry before the Mexican Taxpayers Registry (RFC), as well as any other notice regarding such registries.
2. Copy of any notice, if any, that has been filed before the Mexican tax authorities (notice of mergers or splits).
3. Resolutions issued by the Mexican tax authorities. Audits made to the Company, highlighting the contributions and fiscal years to which they correspond, including documents, favorable or not to the Company, as well as the proposed or agreed corrections derived from such audits.
4. If applicable, audited financial statements (including its corresponding notes) of the Company for the last five tax years.
5. If applicable, audited financial statements (including their annexes) of the Company for the last five tax years.
6. Latest financial statements of the Company (even if they are not audited) for the last five tax years.
7. Informative tax returns filed by the Company to the Mexican tax authorities for the last five tax years.
8. Normal and amended annual tax returns of the Company, as well as its advance tax returns. This should include, but is not limited to, the income tax returns, business flat tax returns, value added tax returns and local taxes that have been submitted by the Company for the last five tax years.
9. Tax reports (including its annexes) for the last five tax years.

10. Particular resolutions that have been issued by tax or legal authorities in tax matters, whether favorable or not to the interests of the Company and, if applicable, the ones that have been derived from domiciliary visits made by the Mexican tax authorities. As well as, those resolutions issued to the Company by the Mexican tax authorities, including:

- Compensation notices.
- Tax domicile notices.
- Increase/decrease obligation notices.
- Opening/closing establishment notices.
- Shareholders' resident abroad notices.
- Tax refunds.

11. File of external tax opinions that have been issued to the Company, as well as observations made by its external auditors in tax matters.

12. If applicable, worksheet papers and compensation notices of favorable balances applied by the Company against annual taxes, during the last five tax years.

13. Copy of certain invoices issued by the Company for the completion of its activities during the last five tax years, and for the elapsed months of tax year 2018.

14. Tax litigation or administrative procedures that have been filed by the Company during the last five tax years, and for the elapsed months of tax year 2018.

15. Transfer pricing reports, if applicable, derived from transactions carried out with related parties, during the last five tax years, and for the elapsed months of tax year 2018.

16. If applicable, copy of the intercompany contracts agreed with its related parties (render services, leases, royalties, etc.) during the last five tax years, and for the elapsed months of tax year 2018.

17. If applicable, celebrated loan agreements in force as of today.

### **III. Income tax**

1. Worksheet paper with the determination of the annual income tax, reflecting, among others, the taxable income, authorized deductions, the accumulative or deductible interest and/or the inflation gain or loss and the inflation adjustment of loans and debts for the last five tax years, and for the elapsed months of tax year 2018.

2. Worksheet paper with the determination of the taxable/favorable interests of the Company derived from transactions carried out with its related parties or its shareholders.

3. Worksheet paper with the determination of the taxable interests of the Company derived from loans granted by banks, suppliers, creditors, etc.

4. Worksheet paper with the integration of the non-deductible expenses shown in the conciliation between the accounting and tax results of the Company for the last five tax years, and for the elapsed months of tax year 2018.

5. Worksheet paper with the determination of the inflation annual adjustment of the last five tax years.

6. If applicable, worksheet paper with the net operating losses to be offset by the Company.
7. Worksheet paper with the determination of the advanced payments of income tax, for the last five tax years, and for the elapsed months of tax year 2018.
8. Worksheet paper with the determination of the profit coefficient for the last five tax years.
9. If applicable, worksheet paper with the fixed assets of the Company, the pending deductible balances and the applicable depreciation tax rates.
10. Documentation that supports the dividends or profits distributed or received by the Company.
11. Worksheet paper with the determination of the Net After Tax Profit Account (CUFIN), Deferred Net After Tax Profit Account (CUFINRE) and Paid-in Capital Account (CUCA) of the Company.
12. Worksheet paper with the determination of the expenditures for salaries and wages paid to administrative, executive and senior management, detailing the total amount of taxable and exempt income of the employees for purposes of income tax, for the last five tax years, and for the elapsed months of tax year 2018.
13. Worksheet paper with the determination of the withholding income tax applicable to the following payments: i) wages, ii) fees, iii) counsel fees, among others, for the last five tax years, and for the elapsed months of tax year 2018.
14. If applicable, detail of the transactions carried out between related parties.
15. If applicable, worksheet paper with the integration of the payments realized abroad, and the corresponding withholding, for the last five tax years, and for the elapsed months of tax year 2018.
16. Copy of the informative returns filed before the Mexican tax authorities (customers and suppliers, payments to non-Mexican residents).
17. If applicable, information regarding the Preferential Tax Regime investments.

#### IV. Business Flat Tax

1. Worksheet paper with the determination of the business flat tax, for the corresponding period (2011-2013), including:
  - Taxable income.
  - Authorized deductions.
  - Credits.
2. List of concepts for the determination of the business flat tax advanced payments of the Company for the corresponding period (2013-2017).
3. Worksheet paper with the determination of the applied credits in the computation of the business flat tax for the corresponding period (2013-2017).

**V. Value Added Tax**

1. Monthly tax returns of the value added tax payments, worksheet papers with the determination of such value added tax and the verification of the withholdings made in connection with such tax, for the last five tax years, and for the elapsed months of tax year 2018.
2. If applicable, confirmation of the acts or activities performed by the Company subject to the 0% value added tax rate or exempt from the payment of such tax.
3. Worksheet papers with the determination of the applicable crediting factor of the Company.

**VI. Employee's Profit Sharing**

1. Worksheet paper with the determination of the basis of the Employee's Profit Sharing (PTU), and, if applicable, the description of any pension or share plan or any other benefit granted by the Company to its employees.

It should be noted that depending on the relevant aspects and issues identified in our review, we might require additional information and/or documentation.



### **C. Accounting and Financial Due Diligence Requirements**

Unless otherwise noted, all information requested refers to 2016, 2017 and the most recent interim period of 2018 (and corresponding interim period of the prior year) for the Company. We have attempted to keep our requests for original analysis to a minimum and expect that most of the information requested will already be available, though perhaps in a different format. In addition to the items included on this list, please provide us with any information that you believe would enhance our understanding of the Company.

#### **I. Background Information**

1. Legal entity organization chart, including shareholders' ownership.
2. Benefits to employees and additional benefits granted to executives.
3. Access to the Company's independent auditors, including: i) access to the independent auditor working papers, ii) management representation letter, iii) adjustments proposed by the auditors, including those not recorded, iv) reports, management comment letters and special studies, v) copies of attorney's response to the attorney letters sent by the auditors.
4. Descriptive summary of past acquisitions and divestitures (if any).

#### **II. General Financial Statement Information**

5. Historical monthly internal financial statements (used as starting point to prepare projections) and their reconciliation with the audited financial statements.
6. Monthly detailed trial balances (as detailed as possible). If applicable, please provide by Cost Centre (CoCe), as well as a list of CoCe numbers and brief description of each one.
7. Audited financial statements for individual entities, and Gayosso's consolidated.
8. Explanation of the accounting standards used to prepare the financial information. If applicable, please provide a summary of differences vs. IFRS.
9. Listing and explanation of all non-recurring, non-cash, and/or out-of-period revenue and expense items.
10. Listing and explanation of all significant related party transactions; i.e. between segments, divisions, including the nature, amount and classification of corporate overhead allocations reflected in operating unit results. Also include the corresponding transfer pricing analysis.
11. Detailed monthly operating information including, but not limited to:
  - Operating indicators by sales force
  - Income statement, EBITDA and OCF by facility
  - Opening and closing of facilities

### **III. Income Statement Information**

12. Monthly income statement breakdowns, including revenues reconciled from gross to net sales, SG&A expenses, non-recurring expenses and other income (expenses).
13. Reserve accounts' roll forward, indicating reserve releases: Include provisions for bad debt accounts, inventory obsolescence, restructuring, environmental, and legal contingencies.
14. Description of any change in cost structure expected to occur as a result of the proposed transaction (e.g. changes in corporate charges, rent amounts at market prices, stand-alone costs, impact of changes in contractual arrangements, changes in economies of scale , etc.).
15. Complete business plan with a description of the budgeting and forecasting processes and explanation of the main variances vs actual results.
16. Explanation of bonuses, sale incentives, commissions or any other performance related payments (as applicable) given to employees.
16. Detailed breakdown of bank commissions, including credit/debit card fees by provider.

### **IV. Working Capital Information**

17. Trade and Other receivables aging including its reconciliation to the general ledger, as well as the calculation of the allowance for doubtful accounts (if applicable).
18. Inventory summary and detailed aging trial balance with a reconciliation to the general ledger, including the following information: i) calculation of the reserve for obsolete, out of season and slow moving inventory (including shrinkage), ii) any significant purchase commitments and product arrangement with customers and/or suppliers (e.g. bill and hold or consignment sales), and iii) detailed explanation and summary schedule of the results of physical inventory counts.
19. Listing of prepaid expenses and other current assets, including a description of the accounting policies and the timing of their recognition as expenses.
20. Provisions and accrued expenses breakdown, as well as detailed information used to determine the provision for accounts such as: freight, rent, fees, employee bonuses and commissions, miscellaneous, legal, warrant, supplier discounts etc.

### **V. Other Assets and Liabilities**

21. Information on any financial derivative contracts, as well as the analysis prepared by the company.
22. Property, plant and equipment, including the following: i) significant gains or losses on disposition of fixed assets, ii) analysis of any fixed assets that needs to be replaced earlier than planned, iii) pledged fixed assets, iv) most recent impairment analysis and any appraisals (insurance or other), v) retirements, and vi) roll forward of fixed assets including the depreciation.
23. Capital expenditures (both historical and forecasted) broken down between maintenance and growth with information on the following: i) historical experience of actual to budgeted amounts,

ii) criteria used to forecast CapEx requirements, iii) CapEx projects related to purchase commitments previously agreed on, vi) CapEx schedule which should have been applied in previous years.

24. Actuarial report supporting the amount recorded as labor obligation in the financial statements.

25. Breakdown of other assets.

26. Listing of intangibles assets (trademarks), amortization period (if applicable), and benchmarking or impairment analysis prepared.

27. Listing of other liabilities and information on any repayment that may be accelerated or otherwise affected by the proposed transaction.

28. Listing of debt and capital leases, including details of any related discounts or premiums and most recent covenant compliance calculations.

29. Credit agreement

29. Listing of commitments and contingent liabilities (i.e., unasserted claims, litigation, environmental matters, guarantees, contingent payments, etc.).

